

# State of Idaho

## Department of State

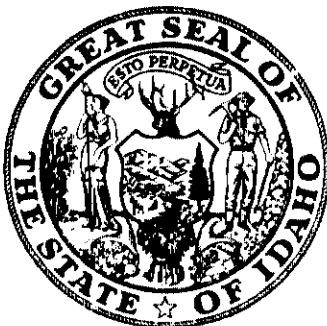
### CERTIFICATE OF AMENDMENT OF

SHOSHONE-BANNOCK OPPORTUNITIES UNLIMITED, INC.  
File Number C 88324

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of SHOSHONE-BANNOCK OPPORTUNITIES UNLIMITED, INC., changing the corporate name to SHO-BAN OPPORTUNITIES, INC., duly signed and verified pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated: April 6, 1995



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Shirley J. Clark*

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## Articles of Incorporation

of

**Shoshone Bannock Opportunities Unlimited, Inc.**

*A Non-Profit Corporation*

### **AMENDED AND RESTATED ARTICLES OF INCORPORATION OF SHOSHONE BANNOCK OPPORTUNITIES UNLIMITED, INC.**

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KNOW ALL PEOPLE BY THESE PRESENT that the undersigned persons have voluntarily associated themselves together for the purpose of forming a non-profit corporation, pursuant to Title 30, Chapter 3, Idaho Code, and all other laws pertaining thereto, and do hereby adopt the following Articles of Corporation.

#### **Article I**

The name of the corporation shall be SHO-BAN OPPORTUNITIES, INC.

#### **Article II**

This corporation shall be a non-profit Corporation, organized pursuant to the Idaho Non-profit Corporation Act, and Section 501 (c) (3) of the Internal Revenue Code of the United States of America. The Corporation shall not have the power to issue certificates of stock or declare dividends, no part of the new earnings of the Corporation shall inure to the benefit of, or be distributable to, nor shall any dividends be paid to, any member, director, officer, or any other private person. The Corporation shall have the power to pay reasonable compensation for services rendered and to make payments and distributions in accordance with the corporate purposes set forth.

#### **Article III**

Subject to dissolution in the manner provided by law, the duration of this corporation shall be perpetual.

#### **Article IV**

The purposes for which this corporation is formed are:

1. To provide rehabilitation services, training, employment and opportunities for personal growth and self sufficiency for individuals with disabilities, the disadvantaged, the economically deprived and others suffering physical or mental disabilities by providing training, education, preparation and opportunity for employment in the general labor market and by providing employment commensurate with the abilities and needs of the individual.
2. To provide facilities for education, training, health, welfare, social services and employment services.
3. To work with organizations and agencies providing education, training, health, welfare, social services and employment services, including but not limited to, mental health associations, mental retardation associations, advocacy associations, rehabilitation industries for the blind, state vocational rehabilitation agencies, American Indian vocational rehabilitation programs, community rehabilitation programs, employment agencies and offices, day

care centers, school districts, churches, city, county, tribal, state and federal education, health, welfare, social services and employment agencies and any other agency dealing with the education, training, health, welfare, social services and employment.

4. To assist the disabled and the disadvantaged to attain the fullest development of which they are capable through the use of recognized techniques of rehabilitation, social services, life guidance, evaluation, training and gainful employment and to utilize cultural and traditional techniques and practices commensurable to individual needs for formalization and integration in the rehabilitation process.
5. To engage in charitable, religious, educational or scientific activities within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under such Section 501 (c)(3).
6. To engage in any lawful business allowed in any jurisdiction that will further the economic well being of the individual/consumer or the corporation or to undertake any activity of any nature whatever, not inconsistent with the law or with any provisions of these Articles.
7. For the accomplishment of the aforementioned purposes, the corporation may:
  - a. Receive monies, equipment, property or labor from any source including, but not limited, to private resources, governmental sources, or whatever and purchase, convey, mortgage and lease all kinds of real and personal property or otherwise use the funds.
  - b. Borrow money and draw, make, accept, endorse, assign, guarantee, execute and issue notices, checks, drafts, bonds, debentures, negotiable instruments and others instruments for the payment of money and receive mortgage or pledge its property to secure such obligations.
  - c. Loan money and accept notes, checks, drafts, bonds, debentures, negotiable instruments and other instruments for the payment of money and receive mortgages or pledges of property to secure such obligations accepted.
8. The corporation, subject to any restrictions contained in the Constitution and laws of the United States, shall have the following corporate powers.
  - a. To adopt, use and alter at its pleasure a corporate seal.
  - b. To purchase, take by gift, bequest, or otherwise, own, hold, manage, operate and dispose of property of every description, real and personal subject to the following limitations:
    1. No sale or mortgage may be made by the corporation of any or interests in land except by law.
    2. No leases, permits or contracts covering any land or interests in land within the boundaries of the Fort Hall Reservation or any jurisdiction

shall be made by the corporation for a longer term than 25 years or upon renewal, but mineral leases or any leases requiring substantial improvements of the land may be made for longer period when authorized by the corporation and law.

3. No action shall be taken by or on behalf of the corporation which in any way operates to destroy or injure the tribal grazing lands, or other natural resources of the Fort Hall Reservation.
- c. To issue interests in corporate property.
- d. To borrow money from the Indian Credit Fund in accordance with the terms of Section 10 of the Act of June 18, 1934 (48 Statute. 984), or from any other governmental agency, or from any member or association of members of the tribe, or other individuals or organization or lending institution, and to use such funds directly for productive enterprises, or to loan money thus borrowed to individuals, that the amount of indebtedness to which the corporation may subject itself.
- e. To engage in any business that will further the economic well being of the consumer or members of the tribe and individuals, or to undertake any activity of any nature whatever, not inconsistent with law or with any provisions of these Articles.
- f. To make and perform contracts and agreements of every description, not inconsistent with law or with any provision of these Articles with any person, association or corporation, with any municipality or any county or tribe or with the United States or any State, including agreements or contracts with the any state, tribe or any country for the rendition of public services or products.
- g. To pledge or assign chattels or future income due or to become due to the corporation:  
Provided, that such assignments of income shall not extend more than 20 years from the date of execution and shall not amount for any one year to more than one-half the net income received in the preceding year.
- h. To deposit corporate funds, from whatever source derived, in any national or state bank to the extent that such funds are insured by the Federal Deposit Insurance Corporation, or secured by a surety bond or other security, or to deposit such funds in the Postal Savings Bank or with a bonded disbursing officer of the United States to the credit of the incorporation.
- i. To sue and to be sued in courts of competent jurisdiction within the United States; by the grant or exercise of such power to sue and to be sued shall not be deemed a consent by the corporation or by the United States to the levy of any judgment, lien or attachment upon the property of the corporation other than income or chattels specially pledged or assigned.
- j. To exercise such further incidental powers, not inconsistent with law, as may be necessary to the conduct of corporate business.

9. To exercise and perform all of the above-mentioned powers both within and without the State of Idaho, to do and perform any other acts and for any purposes allowed to a non-profit corporation.

#### **ARTICLE V**

The initial registered agent and the initial registered office of the corporation shall be: Roderick Ariwite

Tribal Vocational Rehabilitation Office  
Fort Hall Indian Reservation  
Fort Hall, Idaho 83203

#### **ARTICLE VI**

No part of the net earning of the corporation shall inure to the benefit of or issue to its members, trustees, Board of directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation. For purposes of these Articles, the word substantial is defined to mean 20% or more, relating to the activities of the corporation.

#### **ARTICLE VII**

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such a manner, or to such organization or organizations organized and operated exclusively for the charitable, educational, economic or scientific purposes as shall at the time qualify as an exempt organization or organizations, other than one created for religious purposes, under Section 501 C (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), as the Board of Directors may determine. Any of such assets not so disposed of shall be disposed of by the Shoshone-Bannock Tribal Court exclusively for the purposes or to such operated exclusively for such purposes.

#### **ARTICLE VIII**

This corporation shall have members and the management of its affairs shall be vested in its members pursuant to Idaho Code 30-314 (C). The rights and interests of all members of this corporation shall be equal and no members shall have or acquire a greater interest than any other member. This corporation shall not issue any capital stock, but may issue membership certificates to each member thereof, which certificates cannot be assigned so that the transferee thereof cannot by such transfer become a member of the association except by a resolution of the Board of Directors and under such regulations as the by-laws of this corporation may prescribe.

#### **ARTICLE IX**

The initial Board of Directors of this corporation shall be eight.

#### **ARTICLE X**

These articles may be amended at a meeting of the membership duly called upon notice of the specific purpose by the vote of the majority of the membership present at that meeting.

#### **ARTICLE XI**

The by-laws of this corporation may be altered, amended or new by-laws adopted at any regular meeting or any special meeting of the Board of Directors, called for that purpose, by the affirmative vote of the majority of the Board of Directors present at such meeting; provided, that a quorum as specified in the by-laws is present.

#### **ARTICLE XII**

The names and addresses of the initial Board of Directors are:

Mary Washakie,	P.O. Box 821,	Blackfoot, ID 83221
Velda Auck,	P.O. Box 591,	Fort Hall, ID 83203
Nathan Small,	P.O. Box 21,	Fort Hall, ID 83203
Arnold Appenay,	P.O. Box 169,	Fort Hall, ID 83203
William Edmo,	P.O. Box 137,	Fort Hall, ID 83203
Viola Rodriguez,	Rt. 6, Box 673,	Pocatello, ID 83202
Linda Ellsworth,	P.O. Box 77-A,	Pocatello, ID 83203
Cleora Jackson,	Rt. 2, North 45,	Pocatello, ID 83201

#### **ARTICLE XIII**

The name and address of the incorporator of the corporation is:

Roderick Ariwite  
Tribal Vocational Rehabilitation Office  
Fort Hall Indian Reservation  
P.O. Box 306  
Fort Hall, ID 83203

#### **ARTICLE XIV**

The directors of this corporation shall have no personal liability whatsoever to the corporation, its directors and/or members, or to any person or entity claiming through it or them, except in the following cases:

1. For any breach of the director's duty of loyalty to the corporation or its directors and/or members;
2. For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
3. For any transaction from which the director derived any improper personal benefit.

On December 20, 1988, Notary Public, Florine Marsh, State of Idaho, witnessed Roderick Ariwite as known to be the person whose name is subscribed to the within instrument acknowledged to the Notary Public that he executed the same.

## ARTICLE XV

Articles amended on February 22, 1995 by majority vote of the membership.

### BOARD OF DIRECTORS: (FEBRUARY 22, 95)

Clyde M. Hall, Chairman	Member of Shoshone-Bannock Tribes
Dave Tomchak, Vice-Chairman	Non-Indian
Gary Kershaw, Treasurer	Member of Shoshone-Pauite Tribes
Donna McArthur	Member of Shoshone-Bannock Tribes
Ellen Roy Ashton	Member of Shoshone-Bannock Tribes
LaVerne Sheppard	Member of Shoshone-Bannock Tribes
Bob Stone	Member of Shoshone-Bannock Tribes
Keeven Shropshire	Non-Indian

All Articles have been amended with the exception of Article III.

  
Clyde M. Hall, Chairman  
Sho-Ban Opportunities, Inc.

## ARTICLE XVI

Amendment incorporator of the corporation.

Nancy E. Murillo/Sho-Ban Opportunities, Inc.  
P.O. Box 754, Fort Hall, ID 83203

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